

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
Dominion Capital LLC, :  
Plaintiff, : Case No. 19-cv-6704 (PGG)  
:  
-against- :  
ShiftPixy, Inc., :  
Defendant. :  
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Peter R. Ginsberg hereby declares under penalty of perjury and pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am a member of the law firm of Sullivan & Worcester LLP, attorneys for plaintiff Dominion Capital LLC (“Dominion”). I submit this declaration in connection with Dominion’s Motion for Summary Judgment. I am fully familiar with the prior proceedings in this dispute.

2. A true and accurate copy of the June 2018 Note<sup>1</sup> is attached hereto as **Exhibit 1**.
3. A true and accurate copy of the June 2018 SPA is attached hereto as **Exhibit 2**.
4. A true and accurate copy of the December 2018 Note is attached hereto as

**Exhibit 3.**

5. A true and accurate copy of the Form 8-K filed by ShiftPixy on December 20, 2018 is attached hereto as **Exhibit 27**.

6. A true and accurate copy of the December Settlement is attached hereto as **Exhibit 28**.

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<sup>1</sup> All capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in *Plaintiff’s Statement of Undisputed Material Facts Pursuant to Local Civil Rule 56.1* (the “Statement of Facts” or “SOF”), submitted contemporaneously herewith.

7. A true and accurate copy of the March 2019 Note is attached hereto as **Exhibit 4**.
8. A true and accurate copy of the Form 8-K filed by ShiftPixy on March 12, 2019 is attached hereto as **Exhibit 29**.
9. A true and accurate copy of the March Amendment is attached hereto as **Exhibit 30**.
10. A true and accurate copy of the relevant excerpts of the Absher Depo. Tr. is attached hereto as **Exhibit 5**.
11. A true and accurate copy of a conversion notice under the June 2018 Note submitted by Dominion on November 29, 2018 is attached hereto as **Exhibit 6**.
12. A true and accurate copy of the issuance form submitted by ShiftPixy to its transfer agent on November 30, 2018 is attached hereto as **Exhibit 7**.
13. A true and accurate copy of an amortization payment notice under the June 2018 Note submitted by Dominion on January 2, 2019 is attached hereto as **Exhibit 8**.
14. A true and accurate copy of the issuance form submitted by ShiftPixy to its transfer agent on January 2, 2019 is attached hereto as **Exhibit 9**.
15. A true and accurate copy of an amortization payment notice under the June 2018 Note submitted by Dominion on January 7, 2019 is attached hereto as **Exhibit 10**.
16. A true and accurate copy of the issuance form submitted by ShiftPixy to its transfer agent on January 7, 2019 is attached hereto as **Exhibit 11**.
17. A true and accurate copy of an amortization payment notice under the June 2018 Note submitted by Dominion on January 11, 2019 is attached hereto as **Exhibit 12**.
18. A true and accurate copy of the issuance form submitted by ShiftPixy to its transfer agent on January 11, 2019 is attached hereto as **Exhibit 13**.

19. A true and accurate copy of the relevant excerpts of the Launay Depo. Tr. is attached hereto as **Exhibit 14**.

20. A true and accurate copy of a revised conversion notice under the June 2018 Note submitted by Dominion on March 15, 2019 is attached hereto as **Exhibit 15**.

21. A true and accurate copy of the issuance form submitted by ShiftPixy to its transfer agent on March 18, 2019 is attached hereto as **Exhibit 16**.

22. A true and accurate copy of an amortization payment notice under the June 2018 Note submitted by Dominion on April 3, 2019 is attached hereto as **Exhibit 31**.

23. A true and accurate copy of the issuance form submitted by ShiftPixy to its transfer agent on April 3, 2019 is attached hereto as **Exhibit 32**.

24. A true and accurate copy of a conversion notice under the March 2019 Note submitted by Dominion on May 30, 2019 is attached hereto as **Exhibit 17**.

25. A true and accurate copy of the issuance form submitted by ShiftPixy to its transfer agent on May 30, 2019 is attached hereto as **Exhibit 18**.

26. A true and accurate copy of the e-mail chain, produced by ShiftPixy at Bates range ShiftPixy002103-002107, is attached hereto as **Exhibit 19**.

27. A true and accurate copy of the Notice of Default and Acceleration that Dominion sent to ShiftPixy on June 7, 2019 is attached hereto as **Exhibit 20**.

28. A true and accurate copy of a conversion notice under the March 2019 Note submitted by Dominion on June 25, 2019 is attached hereto as **Exhibit 21**.

29. A true and accurate copy of the e-mail chain dated June 25, 2019 is attached hereto as **Exhibit 22**.

30. A true and accurate copy of the Form 8-K filed by ShiftPixy on June 27, 2019 is attached hereto as **Exhibit 23**.

31. A true and accurate copy of a conversion notice under the March 2019 Note submitted by Dominion on July 5, 2019 is attached hereto as **Exhibit 24**.

32. A true and accurate copy of an email exchange dated July 5, 2019 is attached hereto as **Exhibit 33**.

33. A true and accurate copy of the Minutes from ShiftPixy's Board of Directors meeting dated July 9, 2019 is attached hereto as **Exhibit 25**.

34. A true and accurate copy of the press release filed by ShiftPrixy dated July 12, 2019 is attached hereto as **Exhibit 26**.

35. A true and accurate copy of the Gurevich Affidavit is attached hereto as **Exhibit 34**.

Dated: September 17, 2019

/s/Peter R. Ginsberg  
Peter R. Ginsberg